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 Las Vegas, Nevada 89146-5308
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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA SECURITIES, LLC,
 Debtor.

Date:
 Time:

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

**DECLARATION OF MARY C.
 ANTINORA IN SUPPORT OF DEBTOR'S
 MOTION TO RETURN INVESTOR
 FUNDS HELD IN ESCROW
 (AFFECTS USA COMMERCIAL
 MORTGAGE COMPANY)**

I, Mary C. Antinora, hereby declare, verify and state as follows:

1. I am a Senior Escrow Officer and Assistant Vice-President of Chicago Title Company.

I make this Declaration in support of Debtor's Motion to Return Investor Funds Held in Escrow.

This Declaration is based upon my personal knowledge and the facts set forth herein.

2. In March, 2006, in my capacity as a Senior Escrow Officer, I received \$250,000 from USA Commercial Mortgage Company ("USACM") that was to be held in escrow pending the recordation of a Third Amendment to Deed of Trust (a copy of which is attached hereto as Exhibit A) covering real property located in Riverside, California (the "Property"), and the issuance of directions from USACM to release the funds to Bundy Canyon Land Development, LLC ("Borrower").

3. On April 11, 2006, I sent the executed Third Amendment to Deed of Trust to Orange Coast Title Company, which had an office in Riverside, California, with instructions to "Abstract and Hold, Escrow Will Advise."

4. Shortly thereafter, I learned that on April 13, 2006, USACM had filed for bankruptcy. As a result, I determined that the \$250,000 in funds being held in escrow should not be released to Borrower and the Third Amendment to Deed of Trust should not be recorded. Therefore, I never directed Orange Coast Title Company to record the Third Amendment to Deed of Trust.

5. Notwithstanding the foregoing, on June 13, 2006, Orange Coast Title Company mistakenly caused the Third Amendment to Deed of Trust to be recorded in the Official Records of Riverside County, California, as Document No. 2006-0424274.

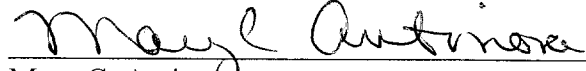
6. At all times after April 13, 2006, the \$250,000 in funds received from USACM have been held in an escrow account at Chicago Title Company and have not been released to the Borrower.

7. I have informed USACM, on behalf of Chicago Title Company, that due to the pending bankruptcy case of USACM, Chicago Title Company will not release the funds to either the Borrower or USACM without an order of the Bankruptcy Court in which USACM's bankruptcy

1 case has been filed.

2 I declare, under penalty of perjury, that, to the best of my knowledge, information and
3 belief, that the foregoing is true and correct.

4 Executed this 16th day of November, 2006.

5 
6 Mary C. Antinora

7
8
9 901067

SCHWARTZER & MCPHERSON LAW FIRM

2850 South Jones Boulevard, Suite 1

Las Vegas, Nevada 89146-5308

Tel: (702) 228-7590 · Fax: (702) 892-0122

“Exhibit A”

DOC # 2006-0424274
 06/13/2006 08:00A Fee:50.00
 Page 1 of 10
 Recorded in Official Records
 County of Riverside
 Larry W. Ward
 Assessor, County Clerk & Recorder

RECORDING REQUESTED BY:
 Orange Coast Title Company

PREPARED BY AND WHEN RECORDED,
 RETURN TO:
 USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, Nevada 89121
 (702) 734-2400



R 911136-99

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THIRD AMENDMENT TO DEED OF TRUST

THIRD AMENDMENT TO DEED OF TRUST

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Trustor hereby agrees to the execution, delivery, and recording of this Amendment to that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated August 25, 2005, executed by **Bundy Canyon Land Development, LLC**, a California limited liability company to Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as Beneficiaries. The Deed of Trust was recorded on August 25, 2005 as Document No. 2005-0698067 in the Official Records of Riverside County, State of California; a First Amendment to Deed of Trust was recorded on September 28, 2005 as Document No. 2005-0801955 in the Official Records of Riverside County, State of California; and a Second Amendment to Deed of Trust was recorded on January 9, 2006 as Document No. 2006-0017133 in the Official Records of Riverside County, State of California.

Said Deed of Trust is hereby amended to increase the amount secured thereby from \$6,450,000 to \$6,700,000 and to add a new Exhibit "A" (in the form attached hereto) thereto to reflect the present Beneficiaries.

Dated this 10th day of March, 2006.

TRUSTOR: Bundy Canyon Land Development, LLC

By: USA Investors II, LLC, Manager

By: USA Investment Partners, LLC, its Managing Member

By: 

Joseph D. Milanowski, Manager

BENEFICIARY: USA Commercial Mortgage Company, Attorney-in-Fact

By: 

Joseph D. Milanowski, President

(Notary acknowledgment follows)

STATE OF Nevada)
COUNTY OF Clark) ss.

On March 10, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared **Joseph D. Milanowski**, President of USA Commercial Mortgage Company and Manager of USA Investment Partners, LLC, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacities, and that by his signature on the instrument, the person or the entities upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Margaret M Stone
Signature

(Seal)

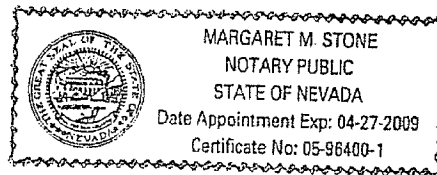


EXHIBIT "A"

LENDERS

	<u>NAMES</u>	<u>AMOUNT</u>
1	Karen Adams an unmarried woman & Gary N. Taylor a single man as joint tenants with right of survivorship	\$50,000
2	Adib M. Al-Awar & Ellen A. Al-Awar Trustees of the Al-Awar Living Trust dated 04/05/01	\$100,000
3	Daniel C. Altman & Barbara A. Altman Trustees of the Altman Living Trust dated 11/4/04	\$100,000
4	Larry Apigian & Leona Apigian husband & wife as joint tenants with right of survivorship	\$50,000
5	Thomas Avena & Cindy Avena husband & wife as joint tenants with right of survivorship	\$50,000
6	Steven Barker an unmarried man	\$50,000
7	John E. Barnes & Ginger M. Barnes husband & wife as joint tenants with right of survivorship	\$50,000
8	Robert G. Berry Jr. and Jeannette K. Berry husband and wife as joint tenants with the right of survivorship	\$200,000
9	Virgil L. Birgen & La Donna F. Birgen Trustees of the Birgen Charitable Trust dated 8/1/90	\$50,000
10	James R. Bonfiglio & Donna M. Bonfiglio General Partners of the Broadwalk Investments Limited Partnership	\$50,000
11	Vivien C. Bonzo an unmarried woman and Sonia Rodriguez an unmarried woman as joint tenants with the right of survivorship	\$50,000
12	Doris Mae Campbell Trustee of the Doris Mae Campbell Revocable Trust of 1999 dated 3/30/99	\$50,000
13	Evelyn G. Canepa & Scott Krusee Canepa Trustees of the Evelyn G. Canepa Trust dated 9/19/00	\$100,000
14	Merle L. Capra & Marlys J. Capra Trustees of the Capra 1998 Trust	\$50,000
15	Ronald R. Carter & Leslie A. Carter Trustees of the Ronald R. Carter & Leslie A. Carter Revocable Trust dated 10/24/91	\$50,000
16	Robert L. Crane Trustee of The Robert L. Crane Living Trust	\$50,000
17	Gareth A. R. Craner Trustee of the Craner Family Trust Under Agreement dated 2/23/99	\$100,000
18	Charles Duke Cummins & April M. Cummins husband & wife as joint tenants with the right of survivorship	\$100,000
19	Davis Investments a Nevada partnership	\$80,000
20	Joseph Davis & Marion Sharp Co-Trustees of the Davis Family Trust	\$200,000

21	Todd Davis an unmarried man	\$100,000
22	James D. Dery & Ann R. Dery husband & wife	\$50,000
23	Robert DiBias & Louise G. Sherk Trustees of the Louise G. Sherk MD a medical corporation Employee Benefit Plan Trust	\$100,000
24	Arthur T. Donaldson a married man dealing with his sole & separate property	\$200,000
25	Daniel Drubin & Laura Drubin husband & wife as joint tenants with right of survivorship	\$250,000
26	Mary E. Dunlop Trustee of the Mary E. Dunlop 1992 Trust dated 7/29/03	\$50,000
27	Wayne A. Dutt & Cynthia Deann Dutt Trustees of the Wayne A. Dutt Trust	\$100,000
28	Carol C. Eyre & Edward E. Eyre Jr. Co-Trustees of the Trust A of the 1983 Living Trust Agreement dated 8/11/83	\$50,000
29	Ian A. Falconer a single man	\$50,000
30	Tad Folendorf a married man dealing with his sole and separate property	\$50,000
31	Timothy Folendorf Trustee of the Timothy Folendorf Trust dated 3/21/00	\$50,000
32	John V. Fragola an unmarried man	\$50,000
33	Ellyson J. Galloway an unmarried woman	\$85,000
34	Elwyn G. Gates & Mildred Ann Gates Trustees of the Gates Family Trust dated 6/16/00	\$50,000
35	Martin Gittleman an unmarried man	\$51,000
36	Paul D. Graf and Margaret A. Graf husband and wife as joint tenants with the right of survivorship	\$50,000
37	Gerald W. Gray & Sherry A. Gray Co-Trustees under declaration of trust dated 7/19/79	\$85,000
38	Betty J. Guio Trustee of the Dexter and Betty Jean Guio Trust dated 4/9/02	\$250,000
39	Jennifer J. Harmon a single woman Cheryl Hoff a married woman and Richard K. Hoff a married man as joint tenants with the rights of survivorship	\$50,000
40	Judith A. Heinbaugh Trustee of the Judith Ann Heinbaugh Living Trust dated 4/25/96	\$100,000
41	Dr. Allan R. Herndobler & Sue Herndobler Husband and wife as joint tenants with right of survivorship	\$50,000
42	Richard Holeyfield and Marsha Holeyfield Trustees of the Holeyfield Family Trust dated 01/12/01	\$50,000
43	Mila Horak an unmarried woman	\$50,000
44	Houghton Dental Corp Profit Sharing Plan for benefit of Geraldine Houghton	\$100,000
45	Leif A. Johansen & Roberta K. Johansen Trustees of The Johansen Family Trust dated 10/23/87; as Amended 6/11/04	\$100,000
46	Lawrence A. Kirkham & Kathleen B. Sanginiti Trustees of the Kirkham & Sanginiti Trust dated 2/29/96	\$50,000
47	Kermit Kruse a married man dealing with his sole & separate property	\$50,000

48	Gerard A. LaBossiere & Lucille LaBossiere Trustees of the LaBossiere Family Trust dated 3/20/1987	\$50,000
49	Gary Larson & Dolores Larson husband & wife as joint tenants with right of survivorship	\$70,000
50	Stephen Lincoln & Patricia Lincoln Trustees of the Stephen & Patricia Lincoln Trust dated 8/21/03	\$100,000
51	World Links Group LLC a California limited liability company	\$75,000
52	William L. McQuerry Trustee of the McQuerry Family Trust dated 1/25/80	\$50,000
53	D. G. Menchetti an unmarried man	\$100,000
54	Sarah E. Miller Trustee of the Miller Family Trust dated 7/30/2001	\$50,000
55	Monighetti Inc. a Nevada corporation	\$50,000
56	Eleanor Newton TTEE The Eleanor A. Newton Family Trust dtd 4/27/1995	\$50,000
57	Robert H. O'Connor & Cathleen B. O'Connor Trustees of the O'Connor Revocable Trust UTD 9/17/97	\$100,000
58	Alvaro V. Perez & Heidi L. Perez husband & wife as joint tenants with right of survivorship	\$100,000
59	Phil L. Pfeiler & Loy E. Pfeiler husband & wife as joint tenants with right of survivorship	\$200,000
60	Gordon Ray Phillips Trustee of The Gordon Ray and Nancy S. Phillips Living Trust dated January 17 1994	\$100,000
61	Holly J. Pickerel a single woman	\$75,000
62	Carolyn Rand Samuelson Trustee of the Carolyn Rand Samuelson Revocable Trust dated 11/2/95	\$50,000
63	Annemarie Rehberger Trustee of the Rehberger Family Trust dated 6/17/92	\$50,000
64	Jean G. Richards Trustee of the Jean G. Richards Trust dated 9/30/1999	\$50,000
65	Yankee Holdings LLC a Arizona corporation	\$50,000
66	Thomas R. Sexton a single man	\$150,000
67	Joan L. Shoop and Kenneth D. Shoop husband and wife as joint tenants with right of survivorship	\$50,000
68	Beverly Fabrics Inc.	\$200,000
69	Deanna Stein and Donald P. Stein wife and husband as joint tenants with the rights of survivorship	\$50,000
70	Beth M. & Daniel E. Thiel Trustees The Thiel Living Trust dated 2/13/99	\$50,000
71	Harold A. Thompson & Diana C. Thompson Trustees of the Harold A. Thompson & Diana C. Thompson Revocable Family Trust dated 7/11/90	\$50,000
72	Douglas Tichenor & Susan Tichenor husband & wife as joint tenants with right of survivorship	\$50,000
73	Yit Tisoni a single man	\$85,000
74	Donald S. Tomlin & Dorothy R. Tomlin Trustees of the Donald S. Tomlin & Dorothy R. Tomlin Revocable Trust dated 10/24/79	\$250,000

75	Rory L. Triantos an unmarried woman	\$94,000
76	Bunny C. Vreeland an unmarried woman	\$50,000
77	Dean Watson a married man dealing with his sole & separate property	\$50,000
78	H. Daniel Whitman Trustee of the Whitman Trust dated 12/1/04	\$50,000
79	Richard J. Williams Trustee of The Richard J. Williams Living Trust dated 12/14/01	\$50,000
80	Samuel C. Wilson a single man with his sole & separate property	\$100,000
81	Doris E. Winter Trustee of The Doris E. Winter Trust	\$50,000
82	Anthony P. Wynn & Sheri J. Wynn husband & wife as joint tenants with right of survivorship C. Zrudsky Inc.	\$50,000
	TOTAL	\$6,700,000

EXHIBIT "B"

THE LAND REFERRED TO IN THIS REPORT IS SITUATED IN THE STATE OF CALIFORNIA, COUNTY OF RIVERSIDE AND IS DESCRIBED AS FOLLOWS:

PARCEL 1:

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EXCEPT ALL MINERALS, OILS, GASES, AND OTHER HYDROCARBONS THAT MAY BE WITHIN OR UNDER SAID LAND WITHOUT, HOWEVER, THE RIGHT TO DRILL, DIG OR MINE THROUGH THE SURFACE THEREOF AS RESERVED BY WALTER M. JOHNSON AND RUTH RAE JOHNSON IN DEED RECORDED AUGUST 12, 1966 AS INSTRUMENT NO. 82545, OFFICIAL RECORDS.

PARCEL 2:

LOTS 1, 2, 5, 6, 9, 10, 15, 16, 19, 20, 23 AND 24 OF BLOCK 9 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 3:

LOTS 3, 4, 7, 8, 11, 12, 13, 14, 18, 21, AND 22 IN BLOCK 10 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 4:

LOTS 5, 6, 9, 10, 15, 19 AND 20 IN BLOCK 11 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 5:

LOTS 1, 2, 5, 6, 9, 10, 15, 16, 19, 20, 23 AND 24 IN BLOCK 12 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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LEGAL DESCRIPTION CONTINUED - PAGE ONE

Bundy Cyn \$7.5M

PARCEL 6:

LOTS 5, 6, 9, 10, 15, 16, 19, 20, 23 AND 24 IN BLOCK 17 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 7:

LOTS 3, 4, 9, 10, 15, 16, 21 AND 22 IN BLOCK 18 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 8:

LOTS 3, 4, 7, 8, 11, 12, 13, 14, 17, 18, 21 AND 22 IN BLOCK 9 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 10:

LOTS 1, 2, 3, 4, 11, 12, 13, 14, 18, 21, 22, 23 AND 24 IN BLOCK 11 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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LEGAL DESCRIPTION CONTINUED - PAGE TWO

Bundy Cyn \$7.5M

PARCEL 11:

LOTS 1, 2, 5, 6, 7, 8, 17, 18, 19, 20, 23 AND 24 IN BLOCK 19 OF LAKE ELSINORE COUNTRY HOME ACRES, IN THE COUNTY OF RIVERSIDE, AS PER MAP RECORDED IN BOOK 13 PAGES 2 AND 3 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF RIVERSIDE COUNTY, CALIFORNIA.

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PARCEL 12:

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PARCEL 13:

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PARCEL 15:

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LEGAL DESCRIPTION END - PAGE THREE

Bundy Cyn \$7.5M